

TOMSON GROUP LIMITED

Procedures for Nomination of Directors by Shareholders

Subject to applicable laws and regulations, in particular, the Companies Law of the Cayman Islands, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and the Articles of Association of the Company as amended from time to time, shareholder(s) of the Company (the “Shareholder(s)”) may propose a person other than a retiring director of the Company for election as a director of the Company (the “Director(s)”) at any general meeting convened to deal with the election of Directors (the “Meeting”) in accordance with the following procedures:

1. The Shareholder (not being the person to be proposed) who is entitled to attend and vote at the Meeting must lodge the following documents at the office of the Company in Hong Kong at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for the attention of the Company Secretary of the Company:
 - (a) a notice in writing of such Shareholder’s intention to nominate a person for election as a Director at the Meeting, stating clearly the full name and address of the Shareholder (as appearing in the register of members of the Company) and signed by the Shareholder; and
 - (b) a notice in writing signed by the nominated candidate of his/her willingness to be elected. The notice must state the full name of the candidate, his/her information as required to be disclosed under Rule 13.51(2) of the Listing Rules and his/her contact details.
2. The abovementioned notices shall be given to the Company for a period of not less than 7 days and within the 7-day period commencing from the day after the despatch of the notice of the Meeting (or such other period, being a period of not less than 7 days commencing no earlier than the day after the despatch of the notice of the Meeting and ending no later than 7 days prior to the date appointed for the Meeting, as may be determined by the board of Directors from time to time).

Upon receipt of the notices mentioned in (1)(a) and (b) above, the Company shall issue an announcement or a supplementary circular disclosing the particulars of the nominated candidate pursuant to Rule 13.51(2) of the Listing Rules. If the aforesaid notices are received less than 15 days prior to the Meeting, the Company will need to consider whether to adjourn the Meeting so as to give Shareholders proper notice of the proposal in accordance with the Listing Rules.

6th June, 2012